

[letterhead of Krajowa Unia Producentów Soków – the National Federation of Juice Producers]

This document is a translation. In case of any mistranslation or mistakes the authoritative document is the Polish version.

THE STATUTE OF AN ASSOCIATION

adopted at the General Meeting of the Members of the Association on 6 December 2006

Chapter 1

General Provisions

Clause 1

1. The Association called “**Krajowa Unia Producentów Soków**”, hereinafter referred to as the “Association”, is a voluntary, self-governing and permanent Association that aims to integrate and represent the community of juice producers, developing and promoting initiatives, attitudes and activities conducive to the development of the juice production industry in Poland, fostering trust and respect for juice producers, creating appropriate conditions for the development of fruit-growing industry as well as contributing to increased consumption of juices in Poland and providing organizational and material support to individuals and organizational units which undertake the above efforts.
2. As used in this Statute, “juices” shall be taken to mean: concentrated juices, drinking juices, nectars and fruit and vegetable beverages.

Clause 2

The seat of the Association shall be in Warsaw.

Clause 3

The Association operates based on the Polish Associations Act (Journal of Laws of 1989, No. 20, item 104, as amended) and this Statute and as such is an incorporated entity.

Clause 4

1. The Association may be a member of national and international organizations with a similar profile.
2. Whether or not to join or give up membership in the organizations referred to in section 1 shall be decided upon by the General Meeting of Members, by a qualified majority of the votes of at least 51% of the votes cast by the ordinary members participating in the General Meeting of Members.

Clause 5

The Association shall operate within the territory of the Republic of Poland. In order to give effect to its purposes and objectives, the Association may also operate outside the Republic of Poland.

Clause 6

The duration of the Association shall be unlimited.

Chapter 2

Objectives and modus operandi

Clause 7

The Association's basic purpose and objective is to organize and represent the juice producers community and to perform broadly understood actions aimed at the development of the fruit and vegetable processing industry and its raw material and technical resource base.

The Association shall enforce its objectives by:

1. Expressing opinions and advocating changes to the existing laws and draft laws applicable to juice producers, fostering advantageous fiscal, customs, quality management and health protection solutions (especially those that promote the sector's development) concerning the juices produced in Poland and the fruit and vegetables used in their production.
2. Lobbying for the justified interests of the sector with legislative and executive authorities and supervisory bodies.
3. Attempting to ensure special legal protection for juice producers and for the Polish juice production industry in their capacity as strategic trends in the development of the fruit and vegetable industry.
4. Developing business contacts and representing the producers of juices in their relations with other organizations, federations, and fruit and vegetable providers, both in Poland and abroad, in order to tailor the development of the resource base to the needs of juice production.
5. Promoting modern varieties of fruit, as well as cultivation, harvesting and transport technologies favoured by the fruit and vegetable processing industry, among the providers of fruit and vegetables.
6. Conducting analyses and gathering and disseminating accurate data concerning:
 - a) fruit and vegetable production forecasts in Poland and globally;
 - b) the production of fruits in Poland and abroad;
 - c) the development trends of the sector.
7. Preparing opinions concerning the education and training of engineers and technicians, as well as organizing various forms of trainings.
8. Cooperating with foreign partners, in particular, promoting domestic fruit producers and sellers, fostering the effective use and popularization in Poland of reports and publications presenting foreign scientific and technical achievements in the area of juice production.
9. Acting with special attention to small and medium enterprises.
10. Supporting the Voluntary Control System (VCS) with respect to juice control.
11. Organizing scientific and technical symposia, seminars, conferences, exhibitions and other events aimed at enforcing the Association's objectives.

12. Taking other action conducive to the development of the Association's objectives, as presented herein.

Clause 8

1. The Association may, in order to give effect to its objectives, as specified in the Statute, appoint other organizational units, within the limits prescribed by law.
2. Organizational units mentioned in paragraph 1 are functioning basing on rules approved by KUPS Members GA and specifying: unit tasks, mode of establishing unit executive, functions appointment among executive, rules of cooperation with KUPS executive and other.
3. KUPS Management Board has a current control and supervision over units activities.

Clause 9

In pursuing the above objectives, the Association shall primarily operate based on the voluntary work of its members. It may, however, hire employees to conduct the Association's affairs.

Clause 10

The Association may conduct additional business activity on general terms, as specified in separate provisions of law. Any income earned by the Association on its additional business activity shall be used solely towards the performance of its objectives, as specified in the Statute, and may not be divided among its members.

The additional business activities of the Association may be:

- a) Organizing symposia, conferences, exhibitions and training sessions (PKD 80.4.Z)
- b) Publishing (PKD 22.1.)
- c) Other activities of members organisations not specified elsewhere (PKD 91.33.Z)
- d) Adult education and other forms of education not specified elsewhere (PKD 80.42.B)
- e) Technical research and analyses (PKD 74.30.Z)
- f) Other commercial activities not specified elsewhere (PKD 74.87.B)
- g) Activities related to fairs and exhibition organisation (PKD 74.87.A)
- h) Other printing activities not specified elsewhere (PKD 22.22.Z)
- i) Management consulting (PKD 74.14.A)
- j) Advertising (PKD 74.40.Z)

Chapter 3

Members; their rights and obligations

Clause 11

1. Both individuals and legal entities may be members of the Association.
2. A legal entity may only be a supporting member of the Association.
3. Foreigners may also be members of the Association, whether they reside in Poland or abroad.

Clause 12

The following member categories shall be distinguished:

1. Ordinary members;
2. Supporting members;
3. Honorary members;

Clause 13

1. Any individual who is of age and has the requisite knowledge, experience and qualifications in the area of the production of and trading in juices, who supports the objectives of the Association and warrants that the Association's objectives shall be performed, may be appointed an ordinary member of the Association.
2. Any individual or legal entity conducting production, commercial or service-provision activity in the juice sector and who supports the Association's objectives, may be appointed a supporting member of the Association. Supporting members shall act within the Association through their representatives.
3. Any individual who contributed markedly to the development of the concepts behind the Association or otherwise made an outstanding contribution to the Association, may be appointed a honorary member of the Association.
4. Ordinary and supporting members shall be appointed by the Management Board based on a resolution adopted with an ordinary majority of the votes in the presence of the quorum necessary to adopt a valid resolution.
5. The appointment of ordinary and supporting members shall become effective based on a written declaration having a form specified by the Management Board. A newly-appointed member shall pay a registration fee, provided that the General Meeting of Members has determined the amount thereof.
6. Honorary members shall be appointed by way of a resolution adopted by the General Meeting of Members upon the motion of the Management Board.

Clause 14

1. An ordinary member shall:
 - a) have active voting rights with respect to the governing bodies of the Association;
 - b) have passive voting rights with respect to the governing bodies of the Association;
 - c) be entitled to participate in the Association's activities;
 - d) be entitled to submit opinions, motion and demands to the Association's governing bodies;
 - e) be entitled to use the facilities, benefits and assistance provided by the Association in the performance of the tasks specified in Clause 7 of the Statute;
 - f) be regularly informed of the activities of the Association and the steps taken to further their common interests.
2. An ordinary member shall be obliged to:

- a) actively participate in the activities of the Association and in the performance of its objectives;
- b) observe the provisions of the Statute, the by-laws and the resolutions of the governing bodies of the Association;
- c) regularly pay the membership fees specified by the General Meeting of Members of the Association.

Clause 15

1. Supporting and honorary members shall have the rights specified in Clause 14 section 1 subsections c, d, e and f.
2. Supporting members who are individuals shall have the rights specified in Clause 14 section 1 subsection b.
3. Supporting members shall be obliged to timely discharge their obligations and observe the provisions of the Statute, the by-laws and the resolutions of the governing bodies of the Association;
4. Honorary members shall be exempt from the obligation to pay any membership fees.

Clause 16

1. Membership shall cease following and upon:
 - a) a voluntary resignation from membership in the Association, submitted in writing to the Management Board, after such resigning member has paid all of their due membership fees or, in the case of the supporting members, has performed certain other obligations;
 - b) the death of the member or the loss of “legal personality” by an incorporated entity, in the case of the supporting members;
 - c) the failure to meet the conditions referred to in Clause 13 section 1 of the Statute;
 - d) the deletion from the list of members due to the late performance or non-performance of the obligation to pay the membership fee, or other obligations, over more than six (6) months, or the loss of the conditions necessary to obtain membership in the Association;
 - e) being expelled from the Association due to a glaring breach or non-observance of the provisions of the Statute, the resolutions or by-laws;
 - f) being divested of honorary membership under a resolution of the Association’s governing body which appointed the given member.
2. In the cases described in section 1 subsections d and e, membership shall cease under a relevant resolution of the Management Board. The Management Board shall notify the member in writing, by mail with receipt confirmation requested, of deleting him from the list of members or expelling him from the Association. The notice should state the reasons for the deletion or expulsion. The member in question may appeal against the decision of the Management Board by filing his appeal with the General Meeting of Members within 14 (fourteen) days from the date on which the notice was received. The matter shall be resolved by the General Meeting of Members as soon as possible, with a majority of the votes present at the Meeting, cast by secret ballot. The decision of the General Meeting of Members shall be final and binding. If the General Meeting of Members is unable to reach a decision on the

deletion or expulsion of a member due to the absence of the required quorum, the decision of the Management Board shall have no legal effects until such decision is reached. Over the course of the appeal procedure, the member in question shall retain all membership rights.

Chapter 4

Governing Bodies of the Association

Clause 17

The following shall be the Association's governing bodies:

1. The General Meeting of Members;
2. The Management Board;
3. The Audit Committee.

Clause 18

1. The term of office of all governing bodies shall be four (4) years.
2. The Management Board and the Audit Committee shall be appointed by the General Meeting of Members by secret ballot with an absolute majority of the votes, from among an unlimited number of candidates. The General Meeting of Members may at any time dismiss the members of the Management Board or the Audit Committee.
3. Resolutions of the governing bodies of the Association, if the Statute does not provide otherwise, shall be adopted in an open vote, with an ordinary majority of the votes, in the presence of at least one half of the total number of those entitled to vote in the given governing body (the quorum). At any governing body meeting, a secret ballot may be ordered with respect to voting upon any matter. Voting shall be by secret ballot in matters concerning the appointment and dismissal of the Association's governing bodies or its particular members.
4. Members of the Association's governing bodies shall not receive any remuneration for serving their functions.

Clause 19

1. If, during a term of office, a member is dismissed or ceases to be a member of the Association following resignation, expulsion or death, the remaining members of the given governing body shall appoint replacement members (co-optation), with a 2/3 majority of the votes. The term of office of the replacement members shall expire upon the expiration of the term of office of the remaining members of that body or a part thereof.
2. The number of replacement members appointed in the course of the term of office may not exceed one half of the total number of members of the given governing body appointed by secret ballot under a resolution of the General Meeting of Members.
3. The appointment of replacement members must be approved by a resolution of the upcoming General Meeting of Members adopted by secret ballot with an ordinary majority of the votes. Should the General Meeting of Members refuse to approve an appointment, such replacement member shall be deemed dismissed, and the General Meeting of Members shall appoint

another person in their place and stead. All actions effected by the so dismissed person shall remain in force.

The General Meeting of Members

Clause 20

1. The General Meeting of Members shall be the supreme governing body of the Association.
2. The following shall participate in the General Meeting of Members:
 - a) ordinary members – with the power to vote;
 - b) supporting members, honorary members and the invited guests – with the power to give advice.
3. The Management Board shall notify the members of the venue, date and agenda of the meeting, at least 14 (fourteen) days before the scheduled date of the General Meeting of Members.
4. Resolutions of the General Meeting of Members may be adopted in the presence of:
 - a) if voted upon for the first time – at least the number of members specified in Clause 18 section 3;
 - b) if voted upon for the second time, which may be scheduled immediately after the first one – irrespective of the number of the persons authorized to vote.

Clause 21

1. The General Meeting of Members may be ordinary or extraordinary.
2. The ordinary General Meeting of Members shall be convened once per year.
3. The General Meeting of Members shall proceed according to the meeting by-laws it has adopted.
4. The General Meeting of Members shall be chaired by the Chairman elected by the participating members at the beginning of each meeting. Minutes shall be taken of each General Meeting of Members by a person appointed by the Chairman.
5. The Extraordinary General Meeting of Members may be convened at any time, in especially justified cases.
6. The Extraordinary General Meeting of Members shall be convened by the Management Board:
 - a) of its own initiative;
 - b) at the request of the Audit Committee;
 - c) upon a justified request of at least 20% of the ordinary members.
7. In the cases specified in section 6 subsections b and c, the Extraordinary General Meeting of Members shall be held not later than within 30 (thirty) days from the date of delivery to the Management Board of an appropriate request, subject to the timeframe specified in Clause 20 section 3.

8. An Extraordinary General Meeting of Members shall decide solely upon the matters for the purpose of which it was convened and which were listed in the agenda delivered to the members.

Clause 22

The following shall be included in the scope of authority of the General Meeting of Members:

1. Specifying the main categories of activities of the Association;
2. Adopting the Statute and the amendments thereto;
3. Approving the by-laws of the Association's governing bodies;
4. Adopting the budget;
5. Appointing and dismissing members of the Association's Management Board and the Audit Committee;
6. Examining and approving reports of the Association's governing bodies;
7. Determining the amount of membership fee and registration fee;
8. Examining the requests and demands submitted by the members of the Associations or its governing bodies;
9. Adopting resolutions on the membership in other organizations;
10. Awarding and divesting members of the status of a honorary member;
11. Adopting resolutions on the dissolution of the Association and the purposes towards which its assets should be earmarked;
12. Adopting resolutions in other matters submitted to the agenda.

The Management Board

Clause 23

1. The Management Board shall manage the Association's entire operations, in accordance with the resolutions of the General Meeting of Members, it shall represent the Association in external dealings and shall be answerable to the General Meeting of Members.
2. The Management Board shall be composed of not more than nine (9) members, including the President, two (2) Vice-Presidents and six (6) members of the Management Board. The President shall be appointed with a separate resolution of the General Meeting of Members.
3. The operational rules of the Management Board shall be specified in the by-laws and approved by the General Meeting of Members.
4. Management Board meetings shall be held on an as-needed basis, however, not more seldom than four (4) times per year.
5. The Management Board shall adopt resolutions with an ordinary majority of the votes.

Clause 24

The scope of the Management Board's activities shall include:

1. Performing the objectives and resolutions of the General Meeting of Members;
2. Specifying detailed types of efforts to be pursued;
3. Determining the budget and the draft budget, and presenting the same for approval to the General Meeting of Members;
4. Managing the Association's assets;
5. Adopting the by-laws of the Office of the Management Board;
6. Adopting decisions concerning the purchase or disposal of movable and immovable assets;
7. Appointing committees, teams and specifying its tasks;
8. Convening the General Meeting of Members;
9. Organizing and conducting business activity, including hiring and dismissing employees and determining the scope of their duties, their labour by-laws and the employer's other obligations required under the applicable provisions of law;
10. Adopting resolutions concerning membership issues (appointment, deletion and expulsion of members);
11. Maintaining documentation related to membership in the Association;
12. Submitting requests for appointing honorary member of the Association or divesting them of this title;
13. Filing reports on its operations at the General Meeting of Members.

The Audit Committee

Clause 25

1. The Audit Committee is a governing body of the Association that is appointed to control and supervise its activities.
2. The Audit Committee shall consist of three (3) members, including a chairman.

Clause 26

The scope of activities of the Audit Committee shall include:

1. Controlling the Association's activities;
2. Submitting the conclusions of its control activities to the Management Board;
3. The right to demand the convocation of the Extraordinary General Meeting of Members if it determines that the Management Board has not been fulfilling its obligations, as defined in the Statute, as well as the right to demand that a meeting of the Management Board be called;
4. The convocation of the General Meeting of Members, should the Management Board fail to convene the same within the timeframe or manner specified in the Statute;
5. Submitting motions at the General Meeting of Members for discharging (or refusing to discharge) the members of the Association's governing bodies from their respective duties;
6. Submitting reports from its activities at the General Meeting of Members.

Clause 27

1. Members of the Audit Committee shall have the right to participate, and have an advisory vote, at the Management Board meeting. Members of the Audit Committee may not serve other functions in the Association's governing bodies.
2. The Audit Committee operates based on its by-laws approved by the General Meeting of Members.

Chapter 5

Assets and funds

Clause 28

The Association's assets shall be its immovable assets (i.e. real property), movable assets and monies.

Clause 29

1. The sources of the Association's assets shall be:
 - a) Registration fees and membership fees;
 - b) Proceeds from the immovable and movable assets owned or used by the Association;
 - c) Subventions;
 - d) Donations, bequests and legacies;
 - e) Proceeds from the Association's activities, as defined in the Statute;
 - f) Proceeds from business activity.
2. Members of the Association shall pay annual fees in return for their membership. Ordinary members shall pay their membership fees by the end of the first quarter of each year. The amount of the fee due from the supporting members and the manner in which the same shall be paid shall be determined by the Management Board of the Association by way of a resolution.
3. The Association shall keep financial and accounting books and records, in accordance with the applicable provisions of Polish law.

Clause 30

In order to be valid, declarations of intent, letters and documents concerning the Association's economic rights and duties (i.e. rights and duties concerning property) shall require the signatures of two members of the Management Board, including that of the Chairman or Vice-Chairman.

Chapter 6

Amending the Statute and dissolving the Association

Clause 31

1. Amending the Statute by the General Meeting of Members requires a qualified majority of 2/3 of the votes cast in the presence of at least one half of those entitled to vote. The provisions of Clause 20 section 4 subsection b shall not apply.

2. Dissolving the Association requires that a resolution on dissolution be adopted by two subsequent General Meeting of Members, at an interval of not less than 30 (thirty) days. The resolutions must be adopted with a majority of 2/3 (two-thirds) of the votes, in the presence of at least one half of the members of the Association. The provisions of Clause 20 section 4 subsection b shall not apply.
3. Amending the Statute and dissolving the Association may the subject of the General Meeting of Members only if such matters have been put on the agenda of the General Meeting of Members. The notice referred to in Clause 20 section 3 shall be accompanied by the draft of the relevant resolutions.
4. When adopting a resolution on dissolving the Association, the General Meeting of Members shall determine the manner in which liquidation is to be conducted and the manner in which the Association's assets are to be expended.
5. The provisions of the Polish Associations Act of 7 April 1989 (Journal of Laws No. 20, item 104, as amended) shall apply *mutatis mutandi* to any matters concerning the dissolution and liquidation of the Association that are not regulated herein.

Ordinary Member

DECLARATION

I declare willingness to join Polish Association of Juices Producers as an ordinary member.

I declare that I have read the Association's statute and I declare to follow it and to fulfil obligations for the Association.

Name

.....
.....

Position

.....
.....

PESEL identity card no.

.....

Adress of
residence.....

.....

Adress for Coresspondece

.....
.....

phone:..... e-

mail.....

I inform that I have recommendation to join the Association from the Company:

Name:

.....
.....

Address.....

.....
.....

phone:....., e-

mail:.....

.....
.....
date signature

Supporting member

DECLARATION

As a person / people empowered to represent the company:

Name:

.....
.....

Address:

.....
.....

phone:, e-mail:
.....

I declare / we declare willingness to join Polish Association of Juices Producers as a supporting member.

I declare / we declare that I / we have read the Association's statute and I / we declare to follow it and to fulfil obligations for the Association.

The person empowered to act in frames of the Association and to represent the company:

.....
.....

Mr / Ms

.....
.....

Address for corespondence

.....
.....

Power of attorney in the attachement.

.....
date

.....
signature(s)

.....
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Ref. No.

Place, date

Power of attorney

I empower Ms/Mr

Name

.....
.....

To represent our company

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.....

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.....

.....
.....

(company's name)

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.....

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(Address)

and to take part in Polish Association of Juices Producers activities.

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signature(s)